

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

DB STRUCTURED PRODUCTS, INC.,

Plaintiff,

against

BALTIMORE AMERICAN MORTGAGE
CORPORATION, INC.,

Defendant.

Docket No.
07 Civ. 4109 (DLC)

AFFIRMATION

WARREN WYNshaw, an attorney duly admitted to practice before the Courts of this State, do hereby make the following statements upon information and belief and under the penalties of perjury.

1. I am the attorney of record for the defendant in the above entitled action and I am familiar with all the proceedings heretofore had herein.

2. This affirmation is submitted in support of the instant motion to be relieved as counsel pursuant to 28 U.S.C. § 1654 permitting Warren Wynshaw, P.C. to withdraw as attorney of record for defendant Baltimore American Mortgage Corporation, and staying all proceedings in this action for a period of thirty days in order to permit defendant to retain new counsel.

3. Defendant Baltimore American Mortgage Corporation, Inc. (referred to herein as the "Client") retained this firm to represent it.

4. During a February 25, 2008 phone call to Henry Biegacz, the former President and CEO of the Client, I was advised that the stock of the company had been sold to Scott

Dantuma and that, for all intents and purposes, the Client was no longer in business. I telephoned Mr. Dantuma and he confirmed that he bought the stock of the company. Since that telephone call, I have called Mr. Dantuma several times. I advised Mr. Dantuma that the litigation was not completed, and more immediately, there is a pre-trial conference which is scheduled for March 28, 2008. I also left word with him that since there was nothing to defend, and unless there was a settlement, there was no point doing any further work in this matter.

5. One of the reasons for the purchase of the stock of the Client by Dantuma was for the Client to purchase back the underlying mortgages, if they could be resuscitated, at a sharply discounted price and to either service the mortgages or sell the package to another investment group. The parties, thus far, were unable to come to an agreement on a price.

6. The client informed me that it has nothing to defend. I am informed that there are no substantial assets, only liabilities in the company.

7. The client was made aware of the consequences of a potential default judgment.

8. Based upon my assurance from the Client that I would be substituted out of the case, I have scheduled a business trip out of the country beginning on the day that we are scheduled for the pre-trial conference. I prefer to not to have to make alternative arrangements.

9. Although I have telephone and email contact information for Dantuma (which he said are the best ways to contact him), I have no physical address for him. He told me that his offices are in Chicago, Illinois.

10. The total lack of return communication from the Client has resulted in my

inability to properly represent this client.

11. I have emailed to Dantuma a draft of this motion and I have not received any response from him.

12. No prior application for the relief sought herein has been made to this court or any other court.

13. No prejudice will result to any party because of the instant motion.

14. Because of the nature of this motion, request is hereby made to dispense with the requirement of a memorandum of law.

WHEREFORE, it is respectfully requested that this Court grant an Order permitting this firm to withdraw as counsel for defendant Baltimore American Mortgage Corporation, Inc., staying all proceedings in this action for a period of thirty days to enable defendant to obtain new counsel; and for such other and further relief as may be just, proper and equitable.

Dated: Fishkill, New York
March 13, 2008

/S/ WARREN WYNshaw
WARREN WYNshaw, ESQ.
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